

**UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO**

**In re**

**THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,**

As a representative of

**THE COMMONWEALTH OF PUERTO RICO  
*et al.*,**

**Debtors.<sup>1</sup>**

) **PROMESA**

) **Title III**

) **No. 17 BK 3283-LTS**

) **(Jointly Administered)**

) **Re:** ECF Dkt. Nos. 8180, 12847, 15765,  
16282, 17357, 19223, 19518

) **Case No. 17-3566** Dkt. Nos. 658, 864,  
1070, 1117

) **Case No. 17-3567** Dkt. Nos. 615, 766, 965,  
999

) **Case No. 17-4780** Dkt. Nos. 1489, 1965,  
2373, 2425, 2670

) **Hearing date:** June 29, 2022, at 9:30 a.m.  
(AST)

**FEE EXAMINER'S REPORT ON UNCONTESTED PROFESSIONAL FEE  
MATTERS AND PRRADA STATUS FOR CONSIDERATION IN CONNECTION WITH  
THE JUNE 29, 2022, OMNIBUS HEARING**

- I. STATUS REPORT ON INTERIM AND FINAL FEE REVIEW AND  
RECOMMENDATION PROCESS POST- PLAN CONFIRMATION**
- II. SUMMARY OF UNCONTESTED FEE APPLICATIONS FOR THE  
THIRTEENTH INTERIM (JUNE 1, 2021-SEPTEMBER 30, 2021) AND  
PRIOR COMPENSATION PERIODS**

---

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority ("PBA") (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

**III. NOTICE OF DEFERRAL OF SPECIFIC FEE APPLICATIONS FOR CONSIDERATION AT THE AUGUST 17, 2022, OMNIBUS HEARING OR A LATER DATE**

TO: HON. LAURA TAYLOR SWAIN,  
UNITED STATES DISTRICT JUDGE

**UPDATE ON FEE REVIEW AND APPROVAL PROCESS IN LIGHT OF PRRADA DISCLOSURE FILINGS**

This Court entered the *Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 20546] (the “**Third Amended Compensation Order**”) on April 12, 2022. The new and renewed disclosures required by the *Puerto Rico Recovery Accuracy in Disclosures Act*, Pub. L. No. 117-82 (“**PRRADA**”), were due on May 16, 2022. *See Order Approving List of Material Interested Parties Pursuant to the Puerto Rico Recovery Accuracy in Disclosures Act* [Dkt. No. 20467]. To date, all but four professionals still providing services in these cases have filed PRRADA disclosures and three of those have obtained extensions from the Court until June 30, 2022, to do so. [Dkt. Nos. 20801, 20851, 21112].

The statute suspended the fee application process until professionals had filed Bankruptcy Rule 2014 statements subject to U.S. Trustee review. Accordingly, most professionals now have resumed filing interim fee applications pursuant to the schedule in the Third Amended Compensation Order, which anticipates reporting on professional fee applications for the **Fourteenth Interim Fee Period** (October 1, 2021-January 31, 2022) for the September 21, 2022, omnibus hearing. This supplemental report addresses previously deferred interim fee applications for interim periods through and including the **Thirteenth Interim Fee Period** (June 1-September 30, 2021), which were unaffected by the PRRADA disclosure process.

### **THIRTEENTH INTERIM (AND PRIOR) FEE PERIOD APPLICATIONS**

With this report, the Fee Examiner:

--Recommends Court approval of the interim fee applications detailed on **Exhibit A**; and

--Notifies the Court, consistent with paragraphs 2.h and 2.k of the Third Amended Compensation Order, that the Fee Examiner and the applicants listed on **Exhibit B** and **Exhibit C** are in productive discussions and—to continue their dialogue—have agreed to adjourn their consideration to the August 17, 2022, omnibus hearing, or another date convenient for the Court.

**Exhibit A** lists 19 interim fee applications recommended for the Court's approval with adjustment. **Exhibit B** identifies those pending interim applications recommended for deferral, including those filed after the Fee Examiner's deadlines or initially supported by incomplete data or documentation but before PRRADA's enactment on January 20, 2022. **Exhibit C** lists one remaining final COFINA fee application recommended for deferral.

### **RELIEF REQUESTED**

Once again in the continued absence of any objection, the Fee Examiner recommends that the Court approve, under PROMESA sections 316 and 317, the applications listed on **Exhibit A** and permit the deferral of the applications listed on **Exhibits B** and **C** to the omnibus hearing scheduled for August 17, 2022, or a later date. Attached to this report as **Attachment 1** is a proposed order consistent with the recommendations above, should the Court wish to enter it in advance of the upcoming omnibus hearing.

Dated: June 22, 2022.

**WE HEREBY CERTIFY** that on this date, we electronically filed the foregoing report with the Clerk of the Court using the CM/ECF system that will send notification of such filing to all attorneys of record registered in the use of the CM/ECF system.

EDGE Legal Strategies, PSC

s/Eyck O. Lugo

Eyck O. Lugo  
252 Ponce de León Avenue  
Citibank Tower, 12<sup>th</sup> Floor  
San Juan, PR 00918  
Telephone: (787) 522-2000  
Facsimile: (787) 522-2010

*Puerto Rico Counsel for Fee Examiner*

GODFREY & KAHN, S.C.  
One East Main Street, Suite 500  
Madison, WI 53703  
Telephone: (608) 257-3911  
Facsimile: (608) 257-0609

Brady C. Williamson (*Pro Hac Vice*)  
*Fee Examiner*

Katherine Stadler (*Pro Hac Vice*)  
*Counsel for the Fee Examiner*

27383285.3

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

## Sixth - Thirteenth Fee Period Applications Recommended:

|   | Applicant   | Compensation Period   | Interim Fees Requested | Fee Examiner's Recommended Fee Adjustments | Interim Expenses Requested | Fee Examiner's Recommended Expense Adjustments |     | Interim Fees Recommended for Approval | Interim Expenses Recommended for Approval |
|---|---|-----------------------|------------------------|--|----------------------------|--|-----|---------------------------------------|---|
| Sixth Interim Fee Period (February 1 - May 31, 2019)              |   |                       |                        |  |                            |  |     |                                       |   |
|   | Counsel to AAFAF - Commonwealth   |                       |                        |  |                            |  |     |                                       |   |
| 1-a   | O'Melveny & Myers [Dkt. No. 8180]   | 2/1 - 5/31/2019       | \$ 2,873,762.15        | \$ 55,478.49                               | \$ 244,200.68              | \$ 2,201.94                                    |     | \$ 2,818,283.66                       | \$ 241,998.74                             |
|   | Counsel to AAFAF - HTA  |                       |                        |  |                            |  |     |                                       |   |
| 1-b   | O'Melveny & Myers [17-3567 Dkt. No. 615]                                  | 2/1 - 5/31/2019       | \$ 85,817.14           | \$ 1,656.72                                | \$ 1,037.31                | \$ 9.35  |     | \$ 84,160.42                          | \$ 1,027.96                               |
|   | Counsel for AAFAF - ERS   |                       |                        |  |                            |  |     |                                       |   |
| 1-c   | O'Melveny & Myers [17-3566 Dkt. No. 658]                                  | 2/1 - 5/31/2019       | \$ 2,292,671.25        | \$ 44,260.43                               | \$ 64,457.00               | \$ 581.20                                      |     | \$ 2,248,410.82                       | \$ 63,875.80                              |
|   | Counsel to AAFAF - PREPA  |                       |                        |  |                            |  |     |                                       |   |
| 1-d   | O'Melveny & Myers [17-4780 Dkt. No. 1489]                                 | 2/1 - 5/31/2019       | \$ 4,809,921.59        | \$ 92,856.40                               | \$ 129,968.65              | \$ 1,171.92                                    |     | \$ 4,717,065.19                       | \$ 128,796.73                             |
| Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)    |   |                       |                        |  |                            |  |     |                                       |   |
|   | Claims Counsel to FOMB - Commonwealth                                     |                       |                        |  |                            |  |     |                                       |   |
| 2-a   | Brown Rudnick LLP [Dkt. No. 12847]  | 10/1/2019 - 1/31/2020 | \$ 643,562.50          | \$ 13,218.31                               | \$ 40,133.81               | \$ 882.66                                      | FN1 | \$ 630,344.19                         | \$ 39,251.15                              |
|   | Claims Counsel to FOMB - ERS  |                       |                        |  |                            |  |     |                                       |   |
| 2-b   | Brown Rudnick LLP [17-3566 Dkt. No. 864]                                  | 10/1/2019 - 1/31/2020 | \$ 178,082.50          | \$ 3,657.69                                | \$ 598.20                  | \$ 13.16                                       | FN1 | \$ 174,424.81                         | \$ 585.04                                 |
|   | Claims Counsel to FOMB - HTA  |                       |                        |  |                            |  |     |                                       |   |
| 2-c   | Brown Rudnick LLP [17-3567 Dkt. No. 766]                                  | 10/1/2019 - 1/31/2020 | \$ 2,885.00            | \$ 59.26                                   | \$ -                       | \$ -   | FN1 | \$ 2,825.74                           | \$ -                                      |
|   | Claims Counsel to FOMB - PREPA  |                       |                        |  |                            |  |     |                                       |   |
| 2-d   | Brown Rudnick LLP [17-4780 Dkt. No. 1965]                                 | 10/1/2019 - 1/31/2020 | \$ 261,844.00          | \$ 5,378.09                                | \$ 2,889.11                | \$ 63.54                                       | FN1 | \$ 256,465.91                         | \$ 2,825.57                               |
| Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)        |   |                       |                        |  |                            |  |     |                                       |   |
|   | Claims Counsel to FOMB - Commonwealth                                     |                       |                        |  |                            |  |     |                                       |   |
| 3-a   | Brown Rudnick LLP [Dkt. No. 15765]  | 2/1 - 5/31/2020       | \$ 514,656.00          | \$ 10,570.67                               | \$ 2,767.12                | \$ 60.86                                       | FN1 | \$ 504,085.33                         | \$ 2,706.26                               |
|   | Claims Counsel to FOMB - ERS  |                       |                        |  |                            |  |     |                                       |   |
| 3-b   | Brown Rudnick LLP [17-3566 Dkt. No. 1070]                                 | 2/1 - 5/31/2020       | \$ 373,027.50          | \$ 7,661.72                                | \$ 7,554.43                | \$ 166.14                                      | FN1 | \$ 365,365.78                         | \$ 7,388.29                               |
|   | Claims Counsel to FOMB - HTA  |                       |                        |  |                            |  |     |                                       |   |
| 3-c   | Brown Rudnick LLP [17-3567 Dkt. No. 965]                                  | 2/1 - 5/31/2020       | \$ 1,471.00            | \$ 30.21                                   | \$ -                       | \$ -   | FN1 | \$ 1,440.79                           | \$ -                                      |
|   | Claims Counsel to FOMB - PREPA  |                       |                        |  |                            |  |     |                                       |   |
| 3-d   | Brown Rudnick LLP [17-4780 Dkt. No. 2373]                                 | 2/1 - 5/31/2020       | \$ 28,170.00           | \$ 578.59                                  | \$ -                       | \$ -   | FN1 | \$ 27,591.41                          | \$ -                                      |
| Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)      |   |                       |                        |  |                            |  |     |                                       |   |
|   | Claims Counsel to FOMB - Commonwealth                                     |                       |                        |  |                            |  |     |                                       |   |
| 4-a   | Brown Rudnick LLP [Dkt. No. 16282]  | 6/1 - 9/30/2020       | \$ 400,158.00          | \$ 8,218.96                                | \$ 2,923.99                | \$ 64.31                                       | FN1 | \$ 391,939.04                         | \$ 2,859.68                               |
|   | Claims Counsel to FOMB - ERS  |                       |                        |  |                            |  |     |                                       |   |
| 4-b   | Brown Rudnick LLP [17-3566 Dkt. No. 1117]                                 | 6/1 - 9/30/2020       | \$ 194,704.00          | \$ 3,999.08                                | \$ 195,408.96              | \$ 4,297.63                                    | FN1 | \$ 190,704.92                         | \$ 191,111.33                             |
|   | Claims Counsel to FOMB - HTA  |                       |                        |  |                            |  |     |                                       |   |
| 4-c   | Brown Rudnick LLP [17-3567 Dkt. No. 999]                                  | 6/1 - 9/30/2020       | \$ 162.00              | \$ 3.33                                    | \$ -                       | \$ -   | FN1 | \$ 158.67                             | \$ -                                      |
|   | Claims Counsel to FOMB - PREPA  |                       |                        |  |                            |  |     |                                       |   |
| 4-d   | Brown Rudnick LLP [17-4780 Dkt. No. 2425]                                 | 6/1 - 9/30/2020       | \$ 54,363.00           | \$ 1,116.58                                | \$ 71.33                   | \$ 1.57  | FN1 | \$ 53,246.42                          | \$ 69.76                                  |
| Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)      |   |                       |                        |  |                            |  |     |                                       |   |
|   | Puerto Rico Counsel to AAFAF  |                       |                        |  |                            |  |     |                                       |   |
| 5   | Marini Pietrantonio Muniz LLC [Dkt. No. 17357]                            | 2/1 - 5/31/2021       | \$ 380,863.00          | \$ 2,451.68                                | \$ 5,054.48                | \$ -   |     | \$ 378,411.32                         | \$ 5,054.48                               |
| Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021) |   |                       |                        |  |                            |  |     |                                       |   |
|   | Puerto Rico Counsel to PREPA  |                       |                        |  |                            |  |     |                                       |   |
| 6   | Diaz & Vazquez Law Firm, P.S.C. [Dkt. No. 19518 AND 17-4780 Dkt No. 2670] | 6/1 - 9/30/2021       | \$ 2,348,212.50        | \$ 21,290.00                               | \$ 17,024.79               | \$ 5,241.20                                    | FN2 | \$ 2,326,922.50                       | \$ 11,783.59                              |

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**Sixth - Thirteenth Fee Period Applications Recommended:**

| Applicant                    | Compensation Period                            | Interim Fees Requested | Fee Examiner's Recommended Fee Adjustments | Interim Expenses Requested | Fee Examiner's Recommended Expense Adjustments |           | Interim Fees Recommended for Approval | Interim Expenses Recommended for Approval |             |
|------------------------------|--|------------------------|--|----------------------------|--|-----------|---------------------------------------|---|-------------|
|                              |  |                        |  |                            |  |           |                                       |   |             |
| Puerto Rico Counsel to AAFAF |  |                        |  |                            |  |           |                                       |   |             |
| 7                            | Marini Pietrantonio Muniz LLC [Dkt. No. 19223] | 6/1 - 9/30/2021        | \$ 422,971.50                              | \$ 1,567.38                | \$ 3,741.12                                    | \$ 280.60 |                                       | \$ 421,404.12                             | \$ 3,460.52 |

**FN1** - Brown Rudnick LLP's Seventh Fee Period applications were previously recommended for Court approval [Dkt. No. 20408] with the Fee Examiner's initially proposed adjustments, and the Court ordered those adjustments [Dkt. No. 20412]. The professional subsequently provided information to the Fee Examiner relating to the Seventh Fee Period. The adjustments recommended for approval in this report and exhibit include credits due to the professional as a result of that additional information.

**FN2** - Diaz Vazquez's requested fees are \$100 more than the underlying documentation support. The Fee Examiner's Recommended Fee Adjustments column also includes a \$100 reduction on that basis.

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**Fifth - Thirteenth Fee Period Applications Deferred:**

| Applicant   | Compensation Period    | Interim Fees Requested | Fee Examiner's Recommended Fee Adjustments | Interim Expenses Requested | Fee Examiner's Recommended Expense Adjustments | Interim Fees Recommended for Approval | Interim Expenses Recommended for Approval |
|---|------------------------|------------------------|--|----------------------------|--|---------------------------------------|---|
| <b>Fifth Interim Fee Period (October 1, 2018 - January 31, 2019)</b>  |                        |                        |  |                            |  |                                       |   |
| <i>Financial Advisors to Commonwealth</i>                             |                        |                        |  |                            |  |                                       |   |
| 1-a Ankura Consulting Group, LLC [Dkt. No. 8454]                      | 10/1/2018 - 1/31/2019  | \$ 3,223,148.50        |  | \$ 181,809.03              |  |                                       |   |
| <i>Financial Advisors to PREPA</i>                                    |                        |                        |  |                            |  |                                       |   |
| 1-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1137]              | 10/1/2018 - 1/31/2019  | \$ 3,080,936.50        |  | \$ 228,902.66              |  |                                       |   |
| <i>Debtors' Consultant</i>  |                        |                        |  |                            |  |                                       |   |
| 2 Deloitte Consulting LLP [Dkt. No. 9275]                             | 10/01/2018 - 1/31/2019 | \$ 1,757,608.44        |  | \$ 304,050.65              |  |                                       |   |
| <b>Sixth Interim Fee Period (February 1 - May 31, 2019)</b>           |                        |                        |  |                            |  |                                       |   |
| <i>Financial Advisors to Commonwealth</i>                             |                        |                        |  |                            |  |                                       |   |
| 3-a Ankura Consulting Group, LLC [Dkt. No. 12180]                     | 2/1 - 5/31/2019        | \$ 4,069,840.50        |  | \$ 219,612.81              |  |                                       |   |
| <i>Financial Advisors to PREPA</i>                                    |                        |                        |  |                            |  |                                       |   |
| 3-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1604]              | 2/1 - 5/31/2019        | \$ 2,890,183.50        |  | \$ 276,996.38              |  |                                       |   |
| <i>Investment Banker and Financial Advisor to FOMB</i>                |                        |                        |  |                            |  |                                       |   |
| 4 Citigroup Global Markets Inc. [Dkt. No. 14523]                      | 2/1 - 5/31/2019        | \$ 4,300,000.00        |  | \$ 26,187.61               |  |                                       |   |
| <i>Counsel to FOMB</i>  |                        |                        |  |                            |  |                                       |   |
| 5 Gierbolini & Carroll Law Offices, PSC [Dkt. No. 8016]               | 2/1 - 5/31/2019        | \$ 19,504.00           |  | \$ 520.00                  |  |                                       |   |
| <i>Special Counsel to FOMB - PREPA</i>                                |                        |                        |  |                            |  |                                       |   |
| 6 Nixon Peabody LLP [Dkt. No. 9538]                                   | 2/1 - 5/31/2019        | \$ 371,931.00          |  | \$ -                       |  |                                       |   |
| <i>Investment Banker and Financial Advisor to FOMB</i>                |                        |                        |  |                            |  |                                       |   |
| 7 PJT Partners LP [Dkt. No. 8014]                                     | 2/1 - 5/31/2019        | \$ 5,000,000.00        |  | \$ 333.16                  |  |                                       |   |
| <b>Seventh Interim Fee Period (June 1 - September 30, 2019)</b>       |                        |                        |  |                            |  |                                       |   |
| <i>Financial Advisors to Commonwealth</i>                             |                        |                        |  |                            |  |                                       |   |
| 8-a Ankura Consulting Group, LLC [Dkt. No. 13725]                     | 6/1 - 9/30/2019        | \$ 5,355,672.59        |  | \$ 309,366.13              |  |                                       |   |
| <i>Financial Advisors to PREPA</i>                                    |                        |                        |  |                            |  |                                       |   |
| 8-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1788]              | 6/1 - 9/30/2019        | \$ 2,778,349.50        |  | \$ 230,089.53              |  |                                       |   |
| <i>Investment Banker and Financial Advisor to FOMB</i>                |                        |                        |  |                            |  |                                       |   |
| 9 Citigroup Global Markets Inc. [Dkt. No. 16155]                      | 6/1 - 9/30/2019        | \$ 4,705,000.00        |  | \$ 813,391.60              |  |                                       |   |
| <i>Special Counsel to FOMB - PREPA</i>                                |                        |                        |  |                            |  |                                       |   |
| 10 Nixon Peabody LLP [Dkt. No. 9539]                                  | 6/1 - 9/30/2019        | \$ 80,805.00           |  | \$ -                       |  |                                       |   |
| <i>Counsel to AAFAF - Commonwealth</i>                                |                        |                        |  |                            |  |                                       |   |
| 11-a O'Melveny & Myers [Dkt. No. 9332]                                | 6/1 - 9/30/2019        | \$ 5,369,124.54        |  | \$ 183,905.55              |  |                                       |   |
| <i>Counsel to AAFAF - HTA</i>   |                        |                        |  |                            |  |                                       |   |
| 11-b O'Melveny & Myers [17-3567 Dkt. No. 657]                         | 6/1 - 9/30/2019        | \$ 58,957.87           |  | \$ 2,178.58                |  |                                       |   |
| <i>Counsel to AAFAF - ERS</i>   |                        |                        |  |                            |  |                                       |   |
| 11-c O'Melveny & Myers [17-3566 Dkt. No. 724]                         | 6/1 - 9/30/2019        | \$ 512,322.11          |  | \$ 56,015.15               |  |                                       |   |
| <i>Counsel to AAFAF - PREPA</i>                                       |                        |                        |  |                            |  |                                       |   |
| 11-d O'Melveny & Myers [Dkt. No. 9354 and 17-04780 Dkt. No. 1786]     | 6/1 - 9/30/2019        | \$ 3,574,768.47        |  | \$ 126,501.00              |  |                                       |   |
| <i>Investment Banker and Financial Advisor to FOMB</i>                |                        |                        |  |                            |  |                                       |   |
| 12 PJT Partners LP [Dkt. No. 9215]                                    | 6/1 - 9/30/2019        | \$ 5,000,000.00        |  | \$ 6,980.89                |  |                                       |   |
| <b>Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)</b> |                        |                        |  |                            |  |                                       |   |
| <i>Financial Advisors to Commonwealth</i>                             |                        |                        |  |                            |  |                                       |   |
| 13-a Ankura Consulting Group, LLC [Dkt. No. 14031]                    | 10/1/2019 - 1/31/2020  | \$ 4,568,311.20        |  | \$ 226,836.98              |  |                                       |   |
| <i>Financial Advisors to PREPA</i>                                    |                        |                        |  |                            |  |                                       |   |
| 13-b Ankura Consulting Group, LLC [17-4780 Dkt. No. 1977]             | 10/1/2019 - 1/31/2020  | \$ 2,129,389.00        |  | \$ 170,218.54              |  |                                       |   |
| <i>Investment Banker and Financial Advisor to FOMB</i>                |                        |                        |  |                            |  |                                       |   |
| 14 Citigroup Global Markets Inc. [Dkt. No. 16156]                     | 10/1/2019 - 1/31/2020  | \$ 4,840,000.00        |  | \$ 1,206.00                |  |                                       |   |

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

## Fifth - Thirteenth Fee Period Applications Deferred:

|      | Applicant   | Compensation Period   | Interim Fees Requested | Fee Examiner's Recommended Fee Adjustments | Interim Expenses Requested | Fee Examiner's Recommended Expense Adjustments | Interim Fees Recommended for Approval | Interim Expenses Recommended for Approval |
|------|---|-----------------------|------------------------|--|----------------------------|--|---------------------------------------|---|
|      | <i>Special Counsel to FOMB - PREPA</i>                                  |                       |                        |  |                            |  |                                       |   |
| 15   | Nixon Peabody LLP [Dkt. No. 13600]                                      | 10/1/2019 - 1/31/2020 | \$ 80,352.00           |  | \$ -                       |  |                                       |   |
|      | <i>Counsel to AAFAF - Commonwealth</i>                                  |                       |                        |  |                            |  |                                       |   |
| 16-a | O'Melveny & Myers [Dkt. No. 12907]                                      | 10/1/2019 - 1/31/2020 | \$ 3,667,195.71        |  | \$ 161,626.21              |  |                                       |   |
|      | <i>Counsel to AAFAF - HTA</i>   |                       |                        |  |                            |  |                                       |   |
| 16-b | O'Melveny & Myers [17-3567 Dkt. No. 770]                                | 10/1/2019 - 1/31/2020 | \$ 193,824.05          |  | \$ 3,277.17                |  |                                       |   |
|      | <i>Counsel to AAFAF - ERS</i>   |                       |                        |  |                            |  |                                       |   |
| 16-c | O'Melveny & Myers [17-3566 Dkt. No. 873]                                | 10/1/2019 - 1/31/2020 | \$ 1,825,934.30        |  | \$ 46,865.14               |  |                                       |   |
|      | <i>Counsel to AAFAF - PREPA</i>   |                       |                        |  |                            |  |                                       |   |
| 16-d | O'Melveny & Myers [17-04780 Dkt. No. 1970]                              | 10/1/2019 - 1/31/2020 | \$ 2,610,546.25        |  | \$ 145,263.53              |  |                                       |   |
|      | <i>Investment Banker and Financial Advisor to FOMB</i>                  |                       |                        |  |                            |  |                                       |   |
| 17   | PJT Partners LP [Dkt. No. 12401 ]                                       | 10/1/2019 - 1/31/2020 | \$ 5,000,000.00        |  | \$ 19,449.79               |  |                                       |   |
|      | <b>Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)</b>       |                       |                        |  |                            |  |                                       |   |
|      | <i>Financial Advisors to Commonwealth</i>                               |                       |                        |  |                            |  |                                       |   |
| 18-a | Ankura Consulting Group, LLC [Dkt. No. 14924]                           | 2/1 - 5/31/2020       | \$ 4,634,422.41        |  | \$ 62,803.01               |  |                                       |   |
|      | <i>Financial Advisors to PREPA</i>                                      |                       |                        |  |                            |  |                                       |   |
| 18-b | Ankura Consulting Group, LLC [Dkt. No. 15472 and 17-4780 Dkt. No. 2343] | 2/1 - 5/31/2020       | \$ 2,151,665.50        |  | \$ 50,582.41               |  |                                       |   |
|      | <i>Investment Banker and Financial Advisor to FOMB</i>                  |                       |                        |  |                            |  |                                       |   |
| 19   | Citigroup Global Markets Inc. [Dkt. No. 16157]                          | 2/1 - 5/31/2020       | \$ 4,840,000.00        |  | \$ 9,354.30                |  |                                       |   |
|      | <i>Special Counsel to FOMB - PREPA</i>                                  |                       |                        |  |                            |  |                                       |   |
| 20   | Nixon Peabody LLP [Dkt. No. 15553]                                      | 2/1 - 5/31/2020       | \$ 145,126.50          |  | \$ -                       |  |                                       |   |
|      | <i>Counsel to AAFAF - Commonwealth</i>                                  |                       |                        |  |                            |  |                                       |   |
| 21-a | O'Melveny & Myers [Dkt. No. 14179]                                      | 2/1 - 5/31/2020       | \$ 7,065,558.67        |  | \$ 211,500.79              |  |                                       |   |
|      | <i>Counsel to AAFAF - ERS</i>   |                       |                        |  |                            |  |                                       |   |
| 21-b | O'Melveny & Myers [17-3566 Dkt. No. 967]                                | 2/1 - 5/31/2020       | \$ 2,486,200.45        |  | \$ 51,467.03               |  |                                       |   |
|      | <i>Counsel to AAFAF - HTA</i>   |                       |                        |  |                            |  |                                       |   |
| 21-c | O'Melveny & Myers [17-3567 Dkt. No. 920]                                | 2/1 - 5/31/2020       | \$ 135,148.72          |  | \$ 4,217.61                |  |                                       |   |
|      | <i>Counsel to AAFAF - PREPA</i>   |                       |                        |  |                            |  |                                       |   |
| 21-d | O'Melveny & Myers [17-4780 Dkt. No. 2175]                               | 2/1 - 5/31/2020       | \$ 1,036,139.40        |  | \$ 129,247.99              |  |                                       |   |
|      | <i>Local Counsel to the FOMB</i>  |                       |                        |  |                            |  |                                       |   |
| 22   | O'Neill & Borges LLC [Dkt. No. 16782]                                   | 2/1 - 5/31/2020       | \$ 455,558.85          |  | \$ 509.09                  |  |                                       |   |
|      | <i>Investment Banker and Financial Advisor to FOMB</i>                  |                       |                        |  |                            |  |                                       |   |
| 23   | PJT Partners LP [Dkt. No. 14041 ]                                       | 2/1 - 5/31/2020       | \$ 5,000,000.00        |  | \$ 30,021.86               |  |                                       |   |
|      | <b>Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)</b>     |                       |                        |  |                            |  |                                       |   |
|      | <i>Financial Advisors to Commonwealth</i>                               |                       |                        |  |                            |  |                                       |   |
| 24-a | Ankura Consulting Group, LLC [Dkt. No. 18095]                           | 6/1 - 9/30/2020       | \$ 5,079,515.26        |  | \$ -                       |  |                                       |   |
|      | <i>Financial Advisors to PREPA</i>                                      |                       |                        |  |                            |  |                                       |   |
| 24-b | Ankura Consulting Group, LLC [17-4780 Dkt. No. 2377]                    | 6/1 - 9/30/2020       | \$ 2,119,759.50        |  | \$ -                       |  |                                       |   |
|      | <i>Investment Banker and Financial Advisor to FOMB</i>                  |                       |                        |  |                            |  |                                       |   |
| 25   | Citigroup Global Markets Inc. [Dkt. No. 16158]                          | 6/1 - 9/30/2020       | \$ 4,840,000.00        |  | \$ 10,606.80               |  |                                       |   |
|      | <i>Special Counsel to FOMB - PREPA</i>                                  |                       |                        |  |                            |  |                                       |   |
| 26   | Nixon Peabody LLP [Dkt. No. 15554]                                      | 6-1 - 9/30/2020       | \$ 350,033.00          |  | \$ -                       |  |                                       |   |
|      | <i>Counsel to AAFAF - Commonwealth</i>                                  |                       |                        |  |                            |  |                                       |   |
| 27-a | O'Melveny & Myers LLP [Dkt. No. 15477]                                  | 6/1 - 9/30/2020       | \$ 3,523,753.04        |  | \$ 210,123.92              |  |                                       |   |
|      | <i>Counsel to AAFAF - ERS</i>   |                       |                        |  |                            |  |                                       |   |
| 27-b | O'Melveny & Myers LLP [Dkt. No. 15481 and 17-3566 Dkt. No. 1048]        | 6/1 - 9/30/2020       | \$ 1,426,389.95        |  | \$ 74,371.80               |  |                                       |   |



In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**Fifth - Thirteenth Fee Period Applications Deferred:**

|      | Applicant  | Compensation Period   | Interim Fees Requested | Fee Examiner's Recommended Fee Adjustments | Interim Expenses Requested | Fee Examiner's Recommended Expense Adjustments |  | Interim Fees Recommended for Approval | Interim Expenses Recommended for Approval |
|------|--|-----------------------|------------------------|--|----------------------------|--|--|---------------------------------------|---|
|      | <i>Counsel to AAFAF - HTA</i>  |                       |                        |  |                            |  |  |                                       |   |
| 27-c | O'Melveny & Myers LLP [Dkt. No. 15482 and 17-3567 Dkt. No. 952]                | 6/1 - 9/30/2020       | \$ 88,672.00           |  | \$ 2,182.88                |  |  |                                       |   |
|      | <i>Counsel to AAFAF - PREPA</i>  |                       |                        |  |                            |  |  |                                       |   |
| 27-d | O'Melveny & Myers LLP [17-4780 Dkt. No. 2487]                                  | 6/1 - 9/30/2020       | \$ 795,045.59          |  | \$ 129,247.99              |  |  |                                       |   |
|      | <i>Local Counsel to the FOMB</i>   |                       |                        |  |                            |  |  |                                       |   |
| 28   | O'Neill & Borges LLC [Dkt. No. 17660]  | 6/1 - 9/30/2020       | \$ 283,425.75          |  | \$ 3,968.93                |  |  |                                       |   |
|      | <i>Investment Banker and Financial Advisor to FOMB</i>                         |                       |                        |  |                            |  |  |                                       |   |
| 29   | PJT Partners LP [Dkt. No. 15577]   | 6/1 - 9/30/2020       | \$ 5,000,000.00        |  | \$ 2,426.81                |  |  |                                       |   |
|      | <b>Eleventh Interim Fee Period (October 1, 2020 - January 31, 2021)</b>        |                       |                        |  |                            |  |  |                                       |   |
|      | <i>Financial Advisors - Commonwealth</i>                                       |                       |                        |  |                            |  |  |                                       |   |
| 30-a | Ankura Consulting Group, LLC [Dkt. No. 18168]                                  | 10/1/2020 - 1/31/2021 | \$ 4,613,452.36        |  | \$ 68,005.73               |  |  |                                       |   |
|      | <i>Financial Advisors - PREPA</i>  |                       |                        |  |                            |  |  |                                       |   |
| 30-b | Ankura Consulting Group, LLC [Dkt. No. 17831]                                  | 10/1/2020 - 1/31/2021 | \$ 1,850,867.90        |  | \$ 36,019.70               |  |  |                                       |   |
|      | <i>Claims Counsel to FOMB - Commonwealth</i>                                   |                       |                        |  |                            |  |  |                                       |   |
| 31-a | Brown Rudnick LLP [Dkt. No. 17447]   | 10/1/2020 - 1/31/2021 | \$ 612,405.00          |  | \$ 2,238.65                |  |  |                                       |   |
|      | <i>Claims Counsel to FOMB - ERS</i>  |                       |                        |  |                            |  |  |                                       |   |
| 31-b | Brown Rudnick LLP [17-3566 Dkt. No. 1186]                                      | 10/1/2020 - 1/31/2021 | \$ 43,511.00           |  | \$ 10,535.60               |  |  |                                       |   |
|      | <i>Claims Counsel to FOMB - PREPA</i>  |                       |                        |  |                            |  |  |                                       |   |
| 31-c | Brown Rudnick LLP [17-4780 Dkt. No. 2564]                                      | 10/1/2020 - 1/31/2021 | \$ 29,826.00           |  | \$ 34.17                   |  |  |                                       |   |
|      | <i>Counsel to AAFAF - Commonwealth</i>   |                       |                        |  |                            |  |  |                                       |   |
| 32-a | O'Melveny & Myers LLP [Dkt. No. 16768]   | 10/1/2020 - 1/31/2021 | \$ 3,401,048.00        |  | \$ 181,441.88              |  |  |                                       |   |
|      | <i>Counsel to AAFAF - ERS</i>  |                       |                        |  |                            |  |  |                                       |   |
| 32-b | O'Melveny & Myers LLP [Dkt. No. 16769]   | 10/1/2020 - 1/31/2021 | \$ 712,225.00          |  | \$ 93,367.41               |  |  |                                       |   |
|      | <i>Counsel to AAFAF - HTA</i>  |                       |                        |  |                            |  |  |                                       |   |
| 32-c | O'Melveny & Myers LLP [Dkt. No. 16770]   | 10/1/2020 - 1/31/2021 | \$ 73,920.50           |  | \$ 4,409.76                |  |  |                                       |   |
|      | <i>Counsel to AAFAF - PREPA</i>  |                       |                        |  |                            |  |  |                                       |   |
| 32-d | O'Melveny & Myers LLP [17-4780 Dkt. No. 2488]                                  | 10/1/2020 - 1/31/2021 | \$ 458,356.00          |  | \$ 148,074.10              |  |  |                                       |   |
|      | <i>Local Counsel to the FOMB</i>   |                       |                        |  |                            |  |  |                                       |   |
| 33   | O'Neill & Borges LLC [Dkt. No. 18127]  | 10/1/2020 - 1/31/2021 | \$ 328,468.50          |  | \$ 3,894.86                |  |  |                                       |   |
|      | <i>Investment Banker and Financial Advisor to FOMB</i>                         |                       |                        |  |                            |  |  |                                       |   |
| 34   | PJT Partners LP [Dkt. No. 16945]   | 10/1/2020 - 1/31/2021 | \$ 5,000,000.00        |  | \$ -                       |  |  |                                       |   |
|      | <i>Counsel to Debtors - Commonwealth</i>                                       |                       |                        |  |                            |  |  |                                       |   |
| 35-a | Proskauer Rose LLP [Dkt. No. 17587]  | 10/1/2020 - 1/31/2021 | \$ 11,164,006.40       |  | \$ 438,081.14              |  |  |                                       |   |
|      | <i>Counsel to Debtors - ERS</i>  |                       |                        |  |                            |  |  |                                       |   |
| 35-b | Proskauer Rose LLP [Dkt. No. 17589 and 17-3566 Dkt. No. 1194]                  | 10/1/2020 - 1/31/2021 | \$ 1,308,558.00        |  | \$ 141,875.63              |  |  |                                       |   |
|      | <i>Counsel to Debtors - HTA</i>  |                       |                        |  |                            |  |  |                                       |   |
| 35-c | Proskauer Rose LLP [Dkt. No. 17591 and 17-3567 Dkt. No. 1056]                  | 10/1/2020 - 1/31/2021 | \$ 1,790,417.60        |  | \$ 78,072.78               |  |  |                                       |   |
|      | <i>Counsel to Debtors - PBA</i>  |                       |                        |  |                            |  |  |                                       |   |
| 35-d | Proskauer Rose LLP [Dkt. No. 17596 and 19-5523 Dkt. No. 166]                   | 10/1/2020 - 1/31/2021 | \$ 12,769.50           |  | \$ 344.00                  |  |  |                                       |   |
|      | <i>Counsel to Debtors - PREPA</i>  |                       |                        |  |                            |  |  |                                       |   |
| 35-e | Proskauer Rose LLP [Dkt. No. 17592 and 17-4780 Dkt. No. 2573]                  | 10/1/2020 - 1/31/2021 | \$ 3,859,914.50        |  | \$ 129,277.60              |  |  |                                       |   |
|      | <b>Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)</b>            |                       |                        |  |                            |  |  |                                       |   |
|      | <i>Financial Advisors - PREPA</i>  |                       |                        |  |                            |  |  |                                       |   |
| 36   | Ankura Consulting Group, LLC [Dkt. No. 19189, 19634 and 17-4780 Dkt. No. 2650] | 2/1/2021 - 5/31/2021  | \$ 5,901,035.25        |  | \$ 196,557.40              |  |  |                                       |   |

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**Fifth - Thirteenth Fee Period Applications Deferred:**

|      | Applicant  | Compensation Period  | Interim Fees Requested | Fee Examiner's Recommended Fee Adjustments | Interim Expenses Requested | Fee Examiner's Recommended Expense Adjustments |  | Interim Fees Recommended for Approval | Interim Expenses Recommended for Approval |
|------|--|----------------------|------------------------|--|----------------------------|--|--|---------------------------------------|---|
|      | <i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - AAFAP</i>  |                      |                        |  |                            |  |  |                                       |   |
| 37   | <b>Brattle Group, Inc., The [Dkt. No. 17393]</b><br><i>Claims Counsel to FOMB - Commonwealth</i>   | 2/1/2021 - 5/31/2021 | \$ 90,518.62           |  | \$ -                       |  |  |                                       |   |
| 38-a | <b>Brown Rudnick LLP [Dkt. No. 17740]</b><br><i>Claims Counsel to FOMB - ERS</i>   | 2/1/2021 - 5/31/2021 | \$ 537,973.00          |  | \$ 2,328.07                |  |  |                                       |   |
| 39-b | <b>Brown Rudnick LLP [17-3566 Dkt. No. 1208]</b><br><i>Claims Counsel to FOMB - PREPA</i>  | 2/1/2021 - 5/31/2021 | \$ 57,377.00           |  | \$ 5,493.50                |  |  |                                       |   |
| 39-c | <b>Brown Rudnick LLP [17-4780 Dkt. No. 2592]</b><br><i>Local Counsel to the FOMB</i>   | 2/1/2021 - 5/31/2021 | \$ 8,687.00            |  | \$ -                       |  |  |                                       |   |
| 40   | <b>O'Neill &amp; Borges LLC [Dkt. No. 19412]</b><br><i>Investment Banker and Financial Advisor to FOMB</i>   | 2/1/2021 - 5/31/2021 | \$ 310,184.10          |  | \$ 7,080.85                |  |  |                                       |   |
| 41   | <b>PJT Partners LP [Dkt. No. 19494]</b><br><i>Counsel to Debtors - Commonwealth</i>  | 2/1/2021 - 5/31/2021 | \$ 5,000,000.00        |  | \$ -                       |  |  |                                       |   |
| 42-a | <b>Proskauer Rose LLP [Dkt. No. 19689]</b><br><i>Counsel to Debtors - ERS</i>  | 2/1/2021 - 5/31/2021 | \$ 17,771,894.20       |  | \$ 972,661.56              |  |  |                                       |   |
| 42-b | <b>Proskauer Rose LLP [Dkt. No. 19696 and 17-3566 Dkt. No. 1294]</b><br><i>Counsel to Debtors - HTA</i>  | 2/1/2021 - 5/31/2021 | \$ 412,901.90          |  | \$ 25,150.15               |  |  |                                       |   |
| 42-c | <b>Proskauer Rose LLP [Dkt. No. 19694 and 17-3567 Dkt. No. 1120]</b><br><i>Counsel to Debtors - PBA</i>  | 2/1/2021 - 5/31/2021 | \$ 1,189,185.20        |  | \$ 39,430.16               |  |  |                                       |   |
| 42-d | <b>Proskauer Rose LLP [Dkt. No. 19692 and 19-5523 Dkt. No. 267]</b><br><i>Counsel to Debtors - PREPA</i>   | 2/1/2021 - 5/31/2021 | \$ 29,993.10           |  | \$ -                       |  |  |                                       |   |
| 42-e | <b>Proskauer Rose LLP [Dkt. No. 19690 and 17-4780 Dkt. No. 2678]</b>   | 2/1/2021 - 5/31/2021 | \$ 5,901,381.30        |  | \$ 184,992.83              |  |  |                                       |   |
|      | <b>Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021)</b>   |                      |                        |  |                            |  |  |                                       |   |
|      | <i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Commonwealth</i>   |                      |                        |  |                            |  |  |                                       |   |
| 43-a | <b>Brattle Group, Inc., The [Dkt. No. 19275]</b><br><i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Assessment of House Bill 3</i> | 6/1/2021 - 9/30/2021 | \$ 629,297.06          |  | \$ 1,500.00                |  |  |                                       |   |
| 43-b | <b>Brattle Group, Inc., The [Dkt. No. 19272]</b><br><i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Title III Expert Support</i>   | 6/1/2021 - 9/30/2021 | \$ 24,491.70           |  | \$ -                       |  |  |                                       |   |
| 43-c | <b>Brattle Group, Inc., The [Dkt. No. 19273]</b><br><i>Economic Consultant to Proskauer Rose LLP as Counsel to FOMB - Healthcare Acts</i>            | 6/1/2021 - 9/30/2021 | \$ 503,859.50          |  | \$ 2,552.70                |  |  |                                       |   |
| 43-d | <b>Brattle Group, Inc., The [Dkt. No. 19274]</b><br><i>Claims Counsel to the FOMB - Commonwealth</i>   | 6/1/2021 - 9/30/2021 | \$ 1,372.50            |  | \$ -                       |  |  |                                       |   |
| 44-a | <b>Brown Rudnick LLP [Dkt. No. 19321]</b><br><i>Claims Counsel to the FOMB - ERS</i>   | 6/1/2021 - 9/30/2021 | \$ 465,491.50          |  | \$ 1,409.10                |  |  |                                       |   |
| 44-b | <b>Brown Rudnick LLP [17-3566 Dkt. No. 1263]</b><br><i>Claims Counsel to the FOMB - PREPA</i>  | 6/1/2021 - 9/30/2021 | \$ 800.00              |  | \$ -                       |  |  |                                       |   |
| 44-c | <b>Brown Rudnick LLP [17-4780 Dkt. No. 2658]</b><br><i>Investment Banker and Financial Advisor to FOMB</i>   | 6/1/2021 - 9/30/2021 | \$ 91,691.00           |  | \$ 904.90                  |  |  |                                       |   |
| 45   | <b>PJT Partners LP [Dkt. No. 19805]</b>  | 6/1/2021 - 9/30/2021 | \$ 5,000,000.00        |  | \$ -                       |  |  |                                       |   |

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**FINAL Fee Applications Deferred:**

|   | Applicant                                | Compensation Period  | Final Fees Requested | Fee Examiner's<br>Recommended Fee<br>Adjustments | Final Expenses<br>Requested | Fee Examiner's<br>Recommended<br>Expense<br>Adjustments | Final Fees<br>Recommended for<br>Approval | Final Expenses<br>Recommended for<br>Approval |
|---|--|----------------------|----------------------|--|-----------------------------|---|---|---|
|   | <i>Counsel to AAFAF - COFINA</i>         |                      |                      |  |                             |   |   |   |
| 1 | O'Melveny & Myers [17-3284 Dkt. No. 640] | 5/5/2017 - 2/12/2019 | \$ 8,674,704.03      |  | \$ 78,506.01                |   |   |   |

## **ATTACHMENT 1**

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF PUERTO RICO

In re

THE FINANCIAL OVERSIGHT AND  
MANAGEMENT BOARD FOR PUERTO RICO,

As a representative of

THE COMMONWEALTH OF PUERTO RICO  
*et al.*,

Debtors.<sup>1</sup>

)  
) **PROMESA**

) **Title III**

)  
) **No. 17 BK 3283-LTS**

)  
) **(Jointly Administered)**

)  
) **Re:** ECF Dkt. Nos. 8180, 12847, 15765,  
16282, 17357, 19223, 19518

) **Case No. 17-3566** Dkt. Nos. 658, 864,  
1070, 1117

) **Case No. 17-3567** Dkt. Nos. 615, 766, 965,  
999

) **Case No. 17-4780** Dkt. Nos. 1489, 1965,  
2373, 2425, 2670

**OMNIBUS ORDER AWARDING: INTERIM ALLOWANCE OF COMPENSATION  
FOR PROFESSIONAL SERVICES RENDERED AND REIMBURSEMENT OF  
EXPENSES FOR THE THIRTEENTH INTERIM (JUNE 1, 2021 – SEPTEMBER 30,  
2021) AND PRIOR COMPENSATION PERIODS**

This matter coming before the Court on the interim fee applications (together Docket Entry Nos. 8180, 12847, 15765, 16282, 17357, 19223, 19518 [Case No. 17-3283]; 658, 864, 1070, 1117 [Case No. 17-3566]; 615, 766, 965, 999 [Case No. 17-3567]; and 1489, 1965, 2373, 2425, 2670 [Case No. 17-4780], the (“**Applications**”)), all as indicated as “Recommended for

<sup>1</sup> The Debtors in these Title III Cases, along with each Debtor’s respective Title III case number and the last four (4) digits of each Debtor’s federal tax identification number, as applicable, are the: (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17 BK 3283-LTS) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation (“COFINA”) (Bankruptcy Case No. 17 BK 3284-LTS) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority (“HTA”) (Bankruptcy Case No. 17 BK 3567-LTS) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico (“ERS”) (Bankruptcy Case No. 17 BK 3566-LTS) (Last Four Digits of Federal Tax ID: 9686); and, (v) Puerto Rico Electric Power Authority (“PREPA”) (Bankruptcy Case No. 17 BK 4780-LTS) (Last Four Digits of Federal Tax ID: 3747) Puerto Rico Public Buildings Authority (“PBA”) (Bankruptcy Case No. 19-BK-5523-LTS) (Last Four Digits of Federal Tax ID: 3801) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

Approval” on the attached **Exhibit A**, pursuant to sections 316 and 317 of the Puerto Rico Oversight, Management, and Economic Stability Act (“PROMESA”), Pub. L. No. 114-187, §§ 316, 317, 130 Stat., 549, 584-85 (2016), and Rule 2016 of the Local Rules of Bankruptcy Practice and Procedure of the U.S. Bankruptcy Court for the District of Puerto Rico, for the interim allowance of certain fees, including all holdbacks and expenses incurred by the Applicants for the specific period of time set forth in each of the Applications (the “**Compensation Periods**”); filed in accordance with the *Order Setting Procedures for Interim Compensation and Reimbursement of Expenses for Professionals* [Dkt. No. 1150] (the “**Interim Compensation Order**”); the *First Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 1715] (the “**First Amended Interim Compensation Order**”); the *Second Amended Order Setting Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 3269] (the “**Second Amended Interim Compensation Order**”); the *Third Amended Order Setting Procedures for Interim and Final Compensation and Reimbursement of Expenses of Professionals* [Dkt. No. 20546] (the “**Third Amended Interim Compensation Order**”); the *Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 1416] (the “**Fee Examiner Order**”); and the *First Amended Order Pursuant to PROMESA Sections 316 and 317 and Bankruptcy Code Section 105(A) Appointing a Fee Examiner and Related Relief* [Dkt. No. 3324] (the “**First Amended Fee Examiner Order**”); and the Court having reviewed the Applications and/or the report filed by the Fee Examiner with respect to the Applications [*see* Dkt. No. \_\_\_\_]; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to PROMESA section 306(a); and (b) notice of the Applications and the hearing thereon being adequate under

the circumstances; and (c) all parties with notice of the Applications having been afforded the opportunity to be heard on the Applications;

IT IS HEREBY ORDERED THAT:

1. The Applications are GRANTED on an interim basis as set forth on the attached **Exhibit A**.

2. Each of the Applicants is allowed (a) interim compensation for services rendered during the Compensation Periods and (b) interim reimbursement for actual and necessary expenses incurred during the Compensation Periods, each in the respective and adjusted amounts set forth on the attached **Exhibit A**, including, except as otherwise indicated, any and all holdbacks.

3. To the extent not already paid pursuant to the Interim Compensation Order, the Debtors are hereby authorized and directed to pay each of the Applicants 100 percent of the fees and 100 percent of the expenses listed on **Exhibit A** under the columns “Interim Fees Recommended for Approval” and “Interim Expenses Recommended for Approval,” respectively, for services rendered and expenses incurred during the Compensation Periods.

4. Pursuant to the Fee Examiner’s report, the interim fee applications listed on **Exhibit B** and the final application listed on **Exhibit C** of the report [Docket Entry Nos. 640 [Case No. 17-3284] 724, 873, 967, 1048, 1186, 1194, 1208, 1263, 1294 [Case No. 17-3566] 657, 770, 920, 952, 1056, 1120, [Case No. 17-3567], 1137, 1604, 1786, 1788, 1970, 1977, 2175, 2343, 2377, 2564, 2573, 2592, 2650, 2658, 2678, [Case No. 17-4780], 166, 267 [Case No. 19-5523], 8014, 8016, 8454, 9215, 9275, 9332, 9354, 9538, 9539, 12180, 12401, 12907, 13600, 13725, 14031, 14041, 14179, 14523, 14924, 15472, 15477, 15481, 15482, 15553, 15554, 15577, 16155, 16156, 16157, 16158, 16768, 16769, 16770, 16782, 16945, 17393, 17447, 17587,

17589, 17591, 17592, 17596, 17660, 17740, 17831, 18095, 18127, 18168, 19189, 19272, 19273, 19274, 19275, 19321, 19412, 19494, 19634, 19689, 19690, 19692, 19694, 19696, 19805,

[Case No. 17-3283] remain adjourned for consideration at a later hearing date.

5. This Order resolves Docket Entry Nos. 8180, 12847, 15765, 16282, 17357, 19223, 19518 [Case No. 17-3283]; 658, 864, 1070, 1117 [Case No. 17-3566]; 615, 766, 965, 999 [Case No. 17-3567]; and 1489, 1965, 2373, 2425, 2670 [Case No. 17-4780].

SO ORDERED.

Dated: June \_\_\_\_, 2022

---

LAURA TAYLOR SWAIN  
United States District Judge

27385216.1



In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

## Sixth - Thirteenth Fee Period Applications Recommended:

|   | Applicant   | Compensation Period   | Interim Fees Requested | Fee Examiner's Recommended Fee Adjustments | Interim Expenses Requested | Fee Examiner's Recommended Expense Adjustments |     | Interim Fees Recommended for Approval | Interim Expenses Recommended for Approval |
|---|---|-----------------------|------------------------|--|----------------------------|--|-----|---------------------------------------|---|
| Sixth Interim Fee Period (February 1 - May 31, 2019)              |   |                       |                        |  |                            |  |     |                                       |   |
|   | Counsel to AAFAF - Commonwealth   |                       |                        |  |                            |  |     |                                       |   |
| 1-a   | O'Melveny & Myers [Dkt. No. 8180]   | 2/1 - 5/31/2019       | \$ 2,873,762.15        | \$ 55,478.49                               | \$ 244,200.68              | \$ 2,201.94                                    |     | \$ 2,818,283.66                       | \$ 241,998.74                             |
|   | Counsel to AAFAF - HTA  |                       |                        |  |                            |  |     |                                       |   |
| 1-b   | O'Melveny & Myers [17-3567 Dkt. No. 615]                                  | 2/1 - 5/31/2019       | \$ 85,817.14           | \$ 1,656.72                                | \$ 1,037.31                | \$ 9.35  |     | \$ 84,160.42                          | \$ 1,027.96                               |
|   | Counsel for AAFAF - ERS   |                       |                        |  |                            |  |     |                                       |   |
| 1-c   | O'Melveny & Myers [17-3566 Dkt. No. 658]                                  | 2/1 - 5/31/2019       | \$ 2,292,671.25        | \$ 44,260.43                               | \$ 64,457.00               | \$ 581.20                                      |     | \$ 2,248,410.82                       | \$ 63,875.80                              |
|   | Counsel to AAFAF - PREPA  |                       |                        |  |                            |  |     |                                       |   |
| 1-d   | O'Melveny & Myers [17-4780 Dkt. No. 1489]                                 | 2/1 - 5/31/2019       | \$ 4,809,921.59        | \$ 92,856.40                               | \$ 129,968.65              | \$ 1,171.92                                    |     | \$ 4,717,065.19                       | \$ 128,796.73                             |
| Eighth Interim Fee Period (October 1, 2019 - January 31, 2020)    |   |                       |                        |  |                            |  |     |                                       |   |
|   | Claims Counsel to FOMB - Commonwealth                                     |                       |                        |  |                            |  |     |                                       |   |
| 2-a   | Brown Rudnick LLP [Dkt. No. 12847]  | 10/1/2019 - 1/31/2020 | \$ 643,562.50          | \$ 13,218.31                               | \$ 40,133.81               | \$ 882.66                                      | FN1 | \$ 630,344.19                         | \$ 39,251.15                              |
|   | Claims Counsel to FOMB - ERS  |                       |                        |  |                            |  |     |                                       |   |
| 2-b   | Brown Rudnick LLP [17-3566 Dkt. No. 864]                                  | 10/1/2019 - 1/31/2020 | \$ 178,082.50          | \$ 3,657.69                                | \$ 598.20                  | \$ 13.16                                       | FN1 | \$ 174,424.81                         | \$ 585.04                                 |
|   | Claims Counsel to FOMB - HTA  |                       |                        |  |                            |  |     |                                       |   |
| 2-c   | Brown Rudnick LLP [17-3567 Dkt. No. 766]                                  | 10/1/2019 - 1/31/2020 | \$ 2,885.00            | \$ 59.26                                   | \$ -                       | \$ -   | FN1 | \$ 2,825.74                           | \$ -                                      |
|   | Claims Counsel to FOMB - PREPA  |                       |                        |  |                            |  |     |                                       |   |
| 2-d   | Brown Rudnick LLP [17-4780 Dkt. No. 1965]                                 | 10/1/2019 - 1/31/2020 | \$ 261,844.00          | \$ 5,378.09                                | \$ 2,889.11                | \$ 63.54                                       | FN1 | \$ 256,465.91                         | \$ 2,825.57                               |
| Ninth Interim Fee Period (February 1, 2020 - May 31, 2020)        |   |                       |                        |  |                            |  |     |                                       |   |
|   | Claims Counsel to FOMB - Commonwealth                                     |                       |                        |  |                            |  |     |                                       |   |
| 3-a   | Brown Rudnick LLP [Dkt. No. 15765]  | 2/1 - 5/31/2020       | \$ 514,656.00          | \$ 10,570.67                               | \$ 2,767.12                | \$ 60.86                                       | FN1 | \$ 504,085.33                         | \$ 2,706.26                               |
|   | Claims Counsel to FOMB - ERS  |                       |                        |  |                            |  |     |                                       |   |
| 3-b   | Brown Rudnick LLP [17-3566 Dkt. No. 1070]                                 | 2/1 - 5/31/2020       | \$ 373,027.50          | \$ 7,661.72                                | \$ 7,554.43                | \$ 166.14                                      | FN1 | \$ 365,365.78                         | \$ 7,388.29                               |
|   | Claims Counsel to FOMB - HTA  |                       |                        |  |                            |  |     |                                       |   |
| 3-c   | Brown Rudnick LLP [17-3567 Dkt. No. 965]                                  | 2/1 - 5/31/2020       | \$ 1,471.00            | \$ 30.21                                   | \$ -                       | \$ -   | FN1 | \$ 1,440.79                           | \$ -                                      |
|   | Claims Counsel to FOMB - PREPA  |                       |                        |  |                            |  |     |                                       |   |
| 3-d   | Brown Rudnick LLP [17-4780 Dkt. No. 2373]                                 | 2/1 - 5/31/2020       | \$ 28,170.00           | \$ 578.59                                  | \$ -                       | \$ -   | FN1 | \$ 27,591.41                          | \$ -                                      |
| Tenth Interim Fee Period (June 1, 2020 - September 30, 2020)      |   |                       |                        |  |                            |  |     |                                       |   |
|   | Claims Counsel to FOMB - Commonwealth                                     |                       |                        |  |                            |  |     |                                       |   |
| 4-a   | Brown Rudnick LLP [Dkt. No. 16282]  | 6/1 - 9/30/2020       | \$ 400,158.00          | \$ 8,218.96                                | \$ 2,923.99                | \$ 64.31                                       | FN1 | \$ 391,939.04                         | \$ 2,859.68                               |
|   | Claims Counsel to FOMB - ERS  |                       |                        |  |                            |  |     |                                       |   |
| 4-b   | Brown Rudnick LLP [17-3566 Dkt. No. 1117]                                 | 6/1 - 9/30/2020       | \$ 194,704.00          | \$ 3,999.08                                | \$ 195,408.96              | \$ 4,297.63                                    | FN1 | \$ 190,704.92                         | \$ 191,111.33                             |
|   | Claims Counsel to FOMB - HTA  |                       |                        |  |                            |  |     |                                       |   |
| 4-c   | Brown Rudnick LLP [17-3567 Dkt. No. 999]                                  | 6/1 - 9/30/2020       | \$ 162.00              | \$ 3.33                                    | \$ -                       | \$ -   | FN1 | \$ 158.67                             | \$ -                                      |
|   | Claims Counsel to FOMB - PREPA  |                       |                        |  |                            |  |     |                                       |   |
| 4-d   | Brown Rudnick LLP [17-4780 Dkt. No. 2425]                                 | 6/1 - 9/30/2020       | \$ 54,363.00           | \$ 1,116.58                                | \$ 71.33                   | \$ 1.57  | FN1 | \$ 53,246.42                          | \$ 69.76                                  |
| Twelfth Interim Fee Period (February 1, 2021 - May 31, 2021)      |   |                       |                        |  |                            |  |     |                                       |   |
|   | Puerto Rico Counsel to AAFAF  |                       |                        |  |                            |  |     |                                       |   |
| 5   | Marini Pietrantonio Muniz LLC [Dkt. No. 17357]                            | 2/1 - 5/31/2021       | \$ 380,863.00          | \$ 2,451.68                                | \$ 5,054.48                | \$ -   |     | \$ 378,411.32                         | \$ 5,054.48                               |
| Thirteenth Interim Fee Period (June 1, 2021 - September 30, 2021) |   |                       |                        |  |                            |  |     |                                       |   |
|   | Puerto Rico Counsel to PREPA  |                       |                        |  |                            |  |     |                                       |   |
| 6   | Diaz & Vazquez Law Firm, P.S.C. [Dkt. No. 19518 AND 17-4780 Dkt No. 2670] | 6/1 - 9/30/2021       | \$ 2,348,212.50        | \$ 21,290.00                               | \$ 17,024.79               | \$ 5,241.20                                    | FN2 | \$ 2,326,922.50                       | \$ 11,783.59                              |

In re: The Financial Oversight and Management Board for Puerto Rico, as a representative of  
The Commonwealth of Puerto Rico, et al.  
PROMESA Title III No. 17 BK 3283-LTS

**Sixth - Thirteenth Fee Period Applications Recommended:**

| Applicant                    |  | Compensation Period | Interim Fees Requested | Fee Examiner's Recommended Fee Adjustments | Interim Expenses Requested | Fee Examiner's Recommended Expense Adjustments |  | Interim Fees Recommended for Approval | Interim Expenses Recommended for Approval |
|------------------------------|--|---------------------|------------------------|--|----------------------------|--|--|---------------------------------------|---|
| Puerto Rico Counsel to AAFAF |  |                     |                        |  |                            |  |  |                                       |   |
| 7                            | Marini Pietrantonio Muniz LLC [Dkt. No. 19223] | 6/1 - 9/30/2021     | \$ 422,971.50          | \$ 1,567.38                                | \$ 3,741.12                | \$ 280.60                                      |  | \$ 421,404.12                         | \$ 3,460.52                               |

**FN1** - Brown Rudnick LLP's Seventh Fee Period applications were previously recommended for Court approval [Dkt. No. 20408] with the Fee Examiner's initially proposed adjustments, and the Court ordered those adjustments [Dkt. No. 20412]. The professional subsequently provided information to the Fee Examiner relating to the Seventh Fee Period. The adjustments recommended for approval in this report and exhibit include credits due to the professional as a result of that additional information.

**FN2** - Diaz Vazquez's requested fees are \$100 more than the underlying documentation support. The Fee Examiner's Recommended Fee Adjustments column also includes a \$100 reduction on that basis.